

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:
BED BATH & BEYOND INC., et al.,
Debtors.

Chapter 11
Case No. 23-13359 (VFP)
(Jointly Administered)

DECLARATION OF KENNY WAGERS

I, Kenny Wagers, declare as follows:

1. I am Executive Vice President and Chief Financial Officer of Flexport, Inc.
2. I have personal knowledge of the facts set forth herein, except as to those stated on information and belief and, as to those, I am informed and believe them to be true.
3. If called as a witness, I could and would competently testify to the matters stated herein.
4. I make this declaration in support of entry of an order approving the sale by the Debtors, Bad Bath & Beyond, Inc. (“Debtors”), of an industrial lease for property located at 2900 S. Valley Parkway, Lewisville, Texas 75067 (the “Lease”) between the Debtors and their landlord DFW Lewisville Partners GP (the “Landlord”) dated January 4, 2016.
5. My educational background is a BA in Finance and Accounting and an MBA specializing in Finance, both from Georgia State University.
6. I have served as Chief Financial Officer of Flexport since April 2021. In reverse chronological order, my previous professional experiences were as follows:
 - a. I served as Chief Financial Officer at FleetPride from August 2019 to April 2021.

b. I served as Chief Operating Officer at XPO Logistics from April 2018 to March 2019.

c. I served as Head of Finance, Worldwide Transportation and Logistics for Amazon from April 2013 to April 2018.

d. I served as Chief Financial Officer at LinkAmerica Corporation from May 2012 to April 2014.

e. I served as Vice President of Finance at Dr Pepper Snapple Group from 2007 to 2012.

f. I served in various roles at UPS from 1990 to 2007, rising from an industrial engineering supervisor in 1990 to Controller in 2000 to 2002, and ultimately to Director of Finance, Global Transportation from 2002 to 2007.

7. In sum, I have served in executive financial officer positions at major logistics organizations, including “Fortune 500” companies, for collectively over twenty years and have served consistently in this industry for over thirty years.

8. In my role as Chief Financial Officer at Flexport, I oversee the financial affairs of the company and, therefore, am aware of all major financial aspects of our business.

9. Flexport as buyer submitted a qualified bid and prevailed at auction to purchase the Lease for \$500,000.

10. In support of its qualified bid, Flexport submitted financial information to the Debtors. I am familiar with the financial information which was provided.

11. I am informed that the Landlord has received and reviewed Flexport’s financial information and made reference to the same in its objection.

12. The completed audited financials for 2022 submitted to Debtors, and which Debtors provided to Landlord, were audited by PricewaterhouseCoopers LLP, which continues to serve as our company's auditor. The 2023 financials provided to Debtors and Landlord have not yet been audited, as is the normal course of business to perform annual audits.

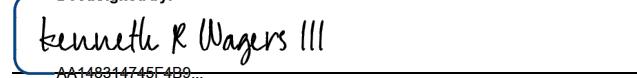
13. The Lease includes a requirement that any assignee of the Lease have a tangible net worth of at least \$500,000,000.

14. Flexport's tangible net worth is in excess of \$500,000,000, as demonstrated by Flexport's financial information, which Landlord has received.

15. Flexport, Inc. has negotiated at arm's length with the Debtors, and has not engaged in any collusion with the Debtors or any other parties. Accordingly, Flexport submits that it should be determined to be a good faith purchaser.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 14th day of July, 2023, at Dallas, Texas.

DocuSigned by:

AA140314745F4B9...
Kenny Wagers

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